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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER (I) WITHDRAWING DEBTORS'
OBJECTIONS TO PROOF OF CLAIM NUMBER 2548 AND RESPONSES OF
PBR AUSTRALIA PTY LTD. TO CLAIMS OBJECTIONS AND
(II) ALLOWING PROOF OF CLAIM NUMBER 2548
(PBR AUSTRALIA PTY LTD.)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") and PBR Australia Pty Ltd. ("PBR Australia") respectfully submit this Joint Stipulation And Agreed Order (I) Withdrawing Debtors' Objections To Proof Of Claim Number 2548 And Responses Of PBR Australia Pty Ltd. To Claims Objections And (II) Allowing Proof Of Claim Number 2548 (PBR Australia Pty Ltd.) (the "Joint Stipulation and Agreed Order") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on April 4, 2006, PBR Australia filed proof of claim number 2548 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$562,192.18 (the "Claim") arising from the sale of goods to DAS LLC.

WHEREAS, on July 19, 2006 and September 26, 2006, PBR Australia transferred \$338,801.98 of the Claim (the "Transferred Portion") to Merrill Lynch Credit Products, LLC pursuant to two notices of transfer (Docket Nos. 4613 and 5193, respectively) (collectively, the "Claims Transfers").

WHEREAS, on August 4, 2006 and September 26, 2006, Merrill Lynch Credit Products, LLC transferred the Transferred Portion of the Claim to Special Situations Investing Group, Inc. pursuant to two notices of transfer (Docket Nos. 4860 and 5195, respectively).

WHEREAS, on July 13, 2007, the Debtors objected to the Claim pursuant to the Debtors' Nineteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected

On Debtors' Books And Records, (C) Untimely Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, And Consensually Modified And Reduced Claims (Docket No. 8617) (the "Nineteenth Omnibus Claims Objection").

WHEREAS, on August 8, 2007, PBR Australia filed its Response Of PBR Australia Party Ltd. To Debtors' Nineteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(B) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Book And Records, (C) Untimely Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, And Consensually Modified And Reduced Claims (Docket No. 8939) (the "Response").

WHEREAS, on November 14, 2008, the Debtors objected to the Claim pursuant to the Debtors' Thirty-Second Omnibus Objection Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 Regarding (A) Asserted Amount Claims, (B) Claims Subject to Modification, and (C) Claims to be Expunged (Docket No. 14442) (the "Thirty-Second Omnibus Claims Objection").

WHEREAS, on December 10, 2008, PBR Australia filed its Response Of PBR Australia Party Ltd. To Debtors' Thirty-Second Omnibus Objection Pursuant To 11 U.S.C. 502(b) And Fed. R. Bankr. P. 3007 Regarding (A) Asserted Amount Claims, (B) Claims Subject to Modification, and (C) Claims to be Expunged (Docket No. 14575) (the "Second Response").

WHEREAS, to resolve the Nineteenth Omnibus Claims Objection and the Thirty-Second Omnibus Claims Objection, the Debtors and PBR Australia entered into this Joint Stipulation and Agreed Order.

WHEREAS, PBR Australia represents that it has full capacity, power, and authority to enter into and perform this Joint Stipulation and Agreed Order and to withdraw its Responses to the Nineteenth Omnibus Claims Objection and its Second Response to the Thirty-Second Omnibus Claims Objection with prejudice or agree to have its Responses withdrawn with prejudice.

THEREFORE, the Debtors and PBR Australia stipulate and agree as follows:

1. The Debtors are hereby deemed to have withdrawn the Nineteenth Omnibus Claims Objection and the Thirty-Second Omnibus Claims Objection with respect to the Claim.
2. PBR Australia is hereby deemed to have withdrawn its Response to the Nineteenth Omnibus Claims Objection and its Second Response to the Thirty-Second Omnibus Claims Objection with prejudice.
3. The Claim shall be allowed in the amount of \$562,192.18 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

So Ordered in New York, New York, this 13th day of August, 2009

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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